

OCT 6 '98

2-10PM

BILL OF SALE AND PARTIAL RELEASE

The Wilmington Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 93-1B (the "Lessor") under an Equipment Lease Agreement (GATC Trust 93-1B) dated as of July 1, 1992 (the "Lease") between the Lessor and General American Transportation Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GATX 35868 (the "Unit") "as is", "where is", without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

The First National Bank of Chicago, as trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 93-1B) dated as of July 1, 1992 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Indenture and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: September 23, 1998

The Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee

By: 
Title: Financial Services Officer

The First National Bank of Chicago, as Indenture Trustee

By: _____
Title: _____

I hereby certify that a copy of this document was deposited in the Office of the Registrar General of Canada on the 21st day of October, A.D. 1998 at 2:55 p.m.


Deputy Registrar General of Canada

BILL OF SALE AND PARTIAL RELEASE

The Wilmington Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 93-1B (the "Lessor") under an Equipment Lease Agreement (GATC Trust 93-1B) dated as of July 1, 1992 (the "Lease") between the Lessor and General American Transportation Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GATX 35868 (the "Unit") "as is", "where is", without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

The First National Bank of Chicago, as trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 93-1B) dated as of July 1, 1992 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Indenture and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated : ^{August} ~~December~~ 6, 1998

The Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee

By: _____
Title: _____

The First National Bank of Chicago, as Indenture Trustee

By: [Signature]
Title: Assistant Vice President

I hereby certify that a copy of this document was deposited in the Office of the Registrar General of Canada on the 21st day of October, A.D. 1998 at 2:55 p.m.

[Signature]
Deputy Registrar General of Canada

State of Delaware)
) SS:
County of New Castle)

On the 29th day of September, 1998, before me personally appeared **CHARLOTTE PAGLIA**, to me known, who being by me duly sworn, says that (s)he is a **Financial Services Officer** of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

SANDRA ANN MACKAY
NOTARY PUBLIC
My Commission Expires February 13, 2000

[Notarial Seal]
My commission expires:

State of Illinois)
) SS:
County of Cook)

On the ____ day of _____, 199__, before me personally appeared _____, to me known, who being by me duly sworn, says that (s)he is a _____ of The First National Bank of Chicago, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]
My commission expires:

State of Delaware)
) SS:
County of New Castle)

On the ____ day of _____, 199__, before me personally appeared _____, to me known, who being by me duly sworn, says that (s)he is a _____ of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]
My commission expires:

State of Illinois)
) SS:
County of Cook)

On the 6th day of AUGUST, 1998, before me personally appeared Jeffrey L. Kinney, to me known, who being by me duly sworn, says that (s)he is a Assistant Vice President of The First National Bank of Chicago, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Somsri Helmer
Notary Public

[Notarial Seal]
My commission expires:

